



## LEXIS Document Services

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March 8, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 700  
Washington D.C. 20423

RECORDATION NO. 23411 FILED  
MAR 19 '01 12-51 PM  
TS  
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are TWO (2) originals of the **Memorandum of Railcar Lease** dated as of February 14 2001 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC  
1211 Avenue of the Americas, New York, NY 10036

Lessee: M-I L.L.C.  
1201 Louisiana, Ste 900  
Houston, TX 77002

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: M-I L.L.C. covering 5 covered hopper railcars with reporting marks and numbers – cefx 95301-95313, NOT INCLUSIVE

Please file this memorandum as a Primary Document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-seven dollars (\$27.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14<sup>th</sup> day of February, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and M-I L.L.C., a Delaware ~~corporation~~ limited liability company, with an address at 1201 Louisiana, Suite 900, Houston, TX 77002 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 14, 2001 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENTIAL RESOURCES

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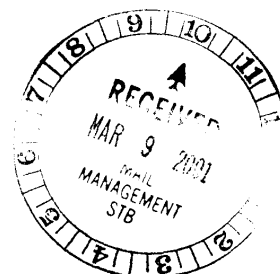
SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its ~~Board of Directors~~ <sup>\*</sup> and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct. \* Management Committee

M-I L.L.C.

By: Charles D. Brown  
Name: Charles D. Brown  
Title: Vice President - Minerals, Chemicals, & Federal Operations

APPROVED  
BY RUB/mcl  
LEGAL



**Schedule A**

Quantity

5

Equipment Description

3915 c.f., p.d. covered hopper  
cars

Reporting Marks and Numbers

CEFX 95301, 95302, 95303, 95305,  
95313